

**Hearing Date: February 25, 2010 at 10:00 a.m.**  
**Response Deadline: February 23, 2010 (extended by agreement)**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:	)	
	)	Chapter 11
	)	
DPH HOLDINGS CORP., <u>et al.</u> ,	)	No. 05-44481 (RDD)
	)	
Reorganized Debtors.	)	(Jointly Administered)
	)	

**RESPONSE OF CONTINENTAL AG AND AFFILIATES TO REORGANIZED  
DEBTORS' FORTY-THIRD OMNIBUS OBJECTION TO CLAIMS**

Continental AG and its affiliates<sup>1</sup> (collectively "Continental"), by and through their undersigned attorneys, hereby file this response (the "Response") to the Reorganized Debtors'

<sup>1</sup> These affiliates include, but are not limited to, Continental Automotive GMBH, Continental Automotive Guadalajara Mexico Sa De CV, Continental Automotive Systems Czech Republic SRO, Continental Automotive Systems US, Inc., and Temic Automotive of North America, Inc.

Forty-Third Omnibus Objection to Claims<sup>2</sup>. In support of the Objection, Continental states as follows:

### **BACKGROUND**

1. On October 8, 2005, and subsequently October 14, 2005, (collectively, the “Petition Date”), Delphi Corporation and certain of its affiliates (collectively, the “Debtors”) (predecessors of DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (together with the Debtors, the “Reorganized Debtors”)) filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.

2. On July 15, 2009, Continental timely filed numerous administrative expense claims (the “First Administrative Expense Claims”) for the payment of administrative expenses arising after the Petition Date, but prior to June 1, 2009.

3. On November 4, 2009, and November 5, 2009, Continental timely filed additional administrative expense claims (the “Second Administrative Expense Claims,” together with the First Administrative Expense Claims, the “Claims”) for the payment of administrative expenses arising after June 1, 2009.

4. On January 22, 2010, the Reorganized Debtors objected to the Claims on the basis that the Claims either “assert liabilities and dollar amounts that are not reflected on the Reorganized Debtors’ books and records, in most cases because such Administrative Claims have been satisfied in the ordinary course of business,” or “are duplicative of other Administrative Claims.”

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<sup>2</sup> Reorganized Debtors’ Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers’ Compensation Claims, And (I) Transferred Workers’ Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims.

5. Continental's books and records evidence that some of these claims are still outstanding and have not been paid. The information has been forwarded on to the Reorganized Debtors. Continental and the Reorganized Debtors are reconciling the Claims and require additional time to complete the process.

WHEREFORE, Continental respectfully requests that the Court (i) deny the relief requested in the Reorganized Debtors' Forty-Third Omnibus Objection to Claims as it relates to Continental, and (ii) grant such other and further relief as the Court may deem appropriate under the circumstances.

Dated: February 23, 2010

Respectfully submitted,

**CONTINENTAL AG AND AFFILIATES**

By: /s/John T. Gregg  
One of their Attorneys

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**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that the foregoing Response (the “Response”) of Continental AG and its affiliates to Reorganized Debtors’ Forty-Third Omnibus Objection to Claims (the “Objection”) was electronically filed this 23rd day of February 2010. Notice of this filing will be sent by operation of the Court’s electronic filing system. Parties may access this filing through the Court’s system.

A hard copy of the Response was submitted to the Court via Federal Express on the 23rd day of February 2010 at the following address:

Honorable Robert D. Drain  
United States Bankruptcy Judge  
United States Bankruptcy Court for the Southern District of New York  
The Hon. Charles L. Brieant Jr. Federal Building and Courthouse  
300 Quarropas Street, Courtroom 116  
White Plains, NY 10601-4140

Hard copies of this Response were served on the following persons via Federal Express on the 23rd day of February, 2010:

DPH Holdings Corp.  
5725 Delphi Drive  
Troy, MI 48098  
Attention: President

Skadden, Arps, Slate, Meagher & Flom LLP  
155 North Wacker Drive  
Chicago, IL 60606  
Attention: John Wm. Butler, Jr., John K. Lyons, and Joseph N. Wharton

/s/John T. Gregg  
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